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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1270.
FILED, MARCH 4th. 1965.

COMBINED METAL MINES LIMITED

Full corporate name of Company
Incorporated under the laws of Ontario as New Highridge Mining Company Limited, name changed by Supplementary Letters Patent in June 1958

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

FILING STATEMENT

Filing Statement No. 936.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed. | Offering of right to shareholders to purchase at 20 cents each one additional share for every four shares held, and underwriting on unsubscribed shares. (See Schedule "A" on page 3) |
| 2. Head office address and any other office address. | Suite 908, 330 Bay Street, Toronto, Ontario. |
| 3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors. | President and Director: M.J. BOYLEN, 35 Kingsway Cresc. Toronto, Ontario, Prospector and Mining Executive. Vice-President and Director: P.E. BOYLEN, 35 Kingsway Cresc., Toronto, Ontario, Account Executive. Secretary-Treasurer and Director: G. L. MOORE, 60 Rivercove Drive, Islington, Ontario, Executive. Director: W. C. DURHAM, 35 Leacrest Road, Toronto 17, Ontario, Securities Salesman Director: D. W. GORDON, 51 Alexander Street, Toronto Ontario, Professional Secretary. Assistant-Secretary: C.B. BRANNIGAN, 40 Elvaston Drive, Toronto 16, Ontario, Mining Accountant. D. W. Gordon has recently resigned as the President and M. J. Boylen has been elected President. Mr. Gordon continues to be a director. |
| 4. Share capitalization showing authorized and issued and outstanding capital. | Authorized - \$3,500,000 divided into 3,500,000 shares of the par value of \$1 each; Issued - 2,200,004 shares, all fully paid. |
| 5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding. | Nil |
| 6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement. | (See Schedule "A" on page 3.) |
| 7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof. | (See Schedule "A" on page 3.) |
| 8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition. | Not applicable. |

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| 9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any. | <p>The Company intends to use the major part of the proceeds to be received from the sale of shares referred to herein, to carry out an estimated 10,000 feet of diamond drilling on the holdings at Bathurst, New Brunswick. The Company will receive approximately \$110,000 from the sale of the said shares, and any excess funds not used for diamond drilling and/or exploration on the Bathurst, New Brunswick property will only be used for such other purposes as shall be disclosed in a further filing statement or amending filing statement filed with the Toronto Stock Exchange.</p> <p>The estimated cost of the aforesaid work program is \$ 50,000 and the same will be carried out in accordance with the recommendations of A. B. Baldwin, Geologist, in his Report to the Company dated February 25, 1964.</p> | | | | | | | | | | | | | | | | | | | | | | |
| 10. Brief statement of company's chief development work during past year. | The Company did a limited amount of diamond drilling on the Bathurst, New Brunswick ground, expending thereon about \$3,000. | | | | | | | | | | | | | | | | | | | | | | |
| 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. | Not applicable. | | | | | | | | | | | | | | | | | | | | | | |
| 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. | Not applicable. | | | | | | | | | | | | | | | | | | | | | | |
| 13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement. | 90,000 shares are in escrow with Guaranty Trust Company of Canada at Toronto, and require the prior consent of the Toronto Stock Exchange before any release pro rata to registered holders. | | | | | | | | | | | | | | | | | | | | | | |
| 14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.) | <table> <tr> <td>Lanson Holdings Limited</td> <td>45,000 shares</td> </tr> <tr> <td>330 Bay Street, Toronto, Ontario</td> <td></td> </tr> <tr> <td>Walter Leamy,</td> <td></td> </tr> <tr> <td>Noranda, Quebec.</td> <td>11,700 shares</td> </tr> <tr> <td>Gaston Dumas,</td> <td></td> </tr> <tr> <td>Noranda, Quebec.</td> <td>10,000 shares</td> </tr> <tr> <td>Henry Belanger</td> <td></td> </tr> <tr> <td>Noranda, Quebec</td> <td>10,000 shares</td> </tr> <tr> <td>Claude McGuire</td> <td></td> </tr> <tr> <td>Noranda, Quebec.</td> <td>13,300 shares</td> </tr> </table> | Lanson Holdings Limited | 45,000 shares | 330 Bay Street, Toronto, Ontario | | Walter Leamy, | | Noranda, Quebec. | 11,700 shares | Gaston Dumas, | | Noranda, Quebec. | 10,000 shares | Henry Belanger | | Noranda, Quebec | 10,000 shares | Claude McGuire | | Noranda, Quebec. | 13,300 shares | | |
| Lanson Holdings Limited | 45,000 shares | | | | | | | | | | | | | | | | | | | | | | |
| 330 Bay Street, Toronto, Ontario | | | | | | | | | | | | | | | | | | | | | | | |
| Walter Leamy, | | | | | | | | | | | | | | | | | | | | | | | |
| Noranda, Quebec. | 11,700 shares | | | | | | | | | | | | | | | | | | | | | | |
| Gaston Dumas, | | | | | | | | | | | | | | | | | | | | | | | |
| Noranda, Quebec. | 10,000 shares | | | | | | | | | | | | | | | | | | | | | | |
| Henry Belanger | | | | | | | | | | | | | | | | | | | | | | | |
| Noranda, Quebec | 10,000 shares | | | | | | | | | | | | | | | | | | | | | | |
| Claude McGuire | | | | | | | | | | | | | | | | | | | | | | | |
| Noranda, Quebec. | 13,300 shares | | | | | | | | | | | | | | | | | | | | | | |
| 15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. | <p>According to the records of the Company's stock registrar and transfer agent:-</p> <table> <tr> <td>Houston & Co.,</td> <td></td> </tr> <tr> <td>335 Bay Street, Toronto</td> <td>261,882 shares</td> </tr> <tr> <td>Draper Dobie & Co. Ltd.,</td> <td></td> </tr> <tr> <td>25 Adelaide St. W. Toronto</td> <td>196,548 shares</td> </tr> <tr> <td>Doherty Roadhouse & McCuaig Bros.</td> <td></td> </tr> <tr> <td>335 Bay Street, Toronto</td> <td>83,143 shares</td> </tr> <tr> <td>James Richardson & Sons</td> <td></td> </tr> <tr> <td>Winnipeg, Manitoba</td> <td>74,578 shares</td> </tr> <tr> <td>Lanson Holdings Limited</td> <td></td> </tr> <tr> <td>330 Bay Street, Toronto</td> <td>55,200 shares</td> </tr> <tr> <td>(beneficial owner) (45,000 escrowed)</td> <td></td> </tr> </table> <p>The beneficial owners of shares registered in the names of brokers as above are not known to the Company, except that Lanson Holdings Limited beneficially owns 79,500 of the shares registered Draper Dobie & Co. Ltd.</p> | Houston & Co., | | 335 Bay Street, Toronto | 261,882 shares | Draper Dobie & Co. Ltd., | | 25 Adelaide St. W. Toronto | 196,548 shares | Doherty Roadhouse & McCuaig Bros. | | 335 Bay Street, Toronto | 83,143 shares | James Richardson & Sons | | Winnipeg, Manitoba | 74,578 shares | Lanson Holdings Limited | | 330 Bay Street, Toronto | 55,200 shares | (beneficial owner) (45,000 escrowed) | |
| Houston & Co., | | | | | | | | | | | | | | | | | | | | | | | |
| 335 Bay Street, Toronto | 261,882 shares | | | | | | | | | | | | | | | | | | | | | | |
| Draper Dobie & Co. Ltd., | | | | | | | | | | | | | | | | | | | | | | | |
| 25 Adelaide St. W. Toronto | 196,548 shares | | | | | | | | | | | | | | | | | | | | | | |
| Doherty Roadhouse & McCuaig Bros. | | | | | | | | | | | | | | | | | | | | | | | |
| 335 Bay Street, Toronto | 83,143 shares | | | | | | | | | | | | | | | | | | | | | | |
| James Richardson & Sons | | | | | | | | | | | | | | | | | | | | | | | |
| Winnipeg, Manitoba | 74,578 shares | | | | | | | | | | | | | | | | | | | | | | |
| Lanson Holdings Limited | | | | | | | | | | | | | | | | | | | | | | | |
| 330 Bay Street, Toronto | 55,200 shares | | | | | | | | | | | | | | | | | | | | | | |
| (beneficial owner) (45,000 escrowed) | | | | | | | | | | | | | | | | | | | | | | | |
| 16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. | The present directors, provided that they can obtain proxies from other shareholders in sufficient numbers. | | | | | | | | | | | | | | | | | | | | | | |

SCHEDULE "A" to the Filing Statement
of COMBINED METAL MINES LIMITED
dated March 2, 1965

The Company will offer to the holders of its shares at a date to be selected by the directors of the Company, which shall not be later than March 31, 1965, (which date as so selected is hereinafter called the "record date"), the right to purchase from the Company at the price of 20 cents per share, one additional share in the capital of the Company for every four (4) shares held by the shareholders at the record date. Subscriptions for fractional shares will not be accepted. The new issue will not be registered under the Securities Act of 1933 of the United States of America, and the shares will not be offered to shareholders whose recorded addresses are in the United States of America or any of its territories or possessions. The rights will however, be transferable and will be traded in on the Toronto Stock Exchange until shortly before they expire, and there is understood to be no objection to a United States shareholder selling his rights. It is expected that the offering of such rights will continue for at least three weeks after the record date.

As there are now 2,200,004 shares of the Company outstanding, if all of the shares offered to shareholders under the rights offering are taken up, there will thus be an additional 550,001 shares outstanding at the termination of the offering. In order that the Company be assured the receipt of sufficient funds to pay the cost of proposed diamond drilling and exploration on its New Brunswick property, the Company has secured from Lanson Holdings Limited a commitment to purchase all shares not taken up by the other shareholders under the offering.

Lanson Holdings Limited aforesaid, by letter dated February 26, 1965, has agreed, on certain conditions that through Houston & Company, a member of the Toronto Stock Exchange acting as its agent, it will buy at the termination of the rights offering and at a price of 20 cents each all shares not subscribed for by the other shareholders. This will ensure that the Company will receive a total sum of \$110,000.20 at the conclusion of the offering. Lanson Holdings Limited has also agreed to purchase all additional shares which will be available to it under the rights offering as a present shareholder of the Company.

No person or company except Lanson Holdings Limited has any interest as a client of Houston & Company in the said underwriting agreement. The only person having more than a 5% interest in Lanson Holdings Limited is M. J. Boylen, 35 Kingsway Cresc., Toronto, Ontario. Mr. Boylen is the President and a Director of Combined Metal Mines Limited.

FINANCIAL STATEMENTS

COMBINED METAL MINES LIMITED

BALANCE SHEET AS AT JANUARY 31st, 1965

ASSETS

Current:
Cash

Marketable Securities - at cost
(Quoted market value \$536,095.95)

Other Investments: at cost

Mining Properties - at cost
Land held under mining license 850A in the
Parish of Bathurst, County of Gloucester,
Province of New Brunswick, comprising
1,250 acres

16 claims in the Township of McGarry,
Province of Ontario

Deferred Expenses:

Mine development and administrative expense
to March 31st, 1964
Current development and administrative

LIABILITIES

Current Liabilities:

Accounts payable and accrued liabilities

Other Liabilities:
Ontario-Prospectors' Trust

Bank Loan - Secured
Accrued interest

SHAREHOLDERS' EQUITY

Capital Stock:

Authorized: 3,500,000 shares of N.P.V.

Issued: 2,200,004 shares

Deficit:

Balance - April 1st, 1964

APPROVED ON BEHALF OF THE BOARD:

[Signature] Director
[Signature] Director

COMBINED METAL MINES LIMITED

SOURCE AND APPLICATION OF FUNDS FOR THE PERIOD

APRIL 1st, 1964 to JANUARY 31st, 1965

| | | |
|----------------------------------|----|----------|
| | \$ | \$ |
| Bank overdraft - April 1st, 1964 | | (452.37) |

SOURCE:

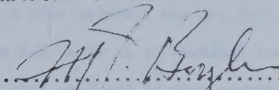
| | | |
|-----------------------------------|---------------|-----------------|
| Bank of Nova Scotia - Demand Loan | 5,000.00 | |
| Rental Revenue | <u>200.00</u> | 5,200.00 |
| | | <u>4,747.63</u> |

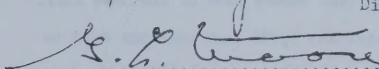
APPLICATION:

| | | |
|---------------------------|---------------|----------|
| Mining Licenses | 56.86 | |
| Property Taxes | 396.90 | |
| Surface Diamond Drilling | 2,943.99 | |
| General Corporate Expense | 1,201.25 | |
| Interest on Bank Loan | <u>147.28</u> | 4,746.28 |

| | | |
|-----------------------------------|----|-------------|
| Bank Balance - January 31st, 1965 | \$ | <u>1.35</u> |
|-----------------------------------|----|-------------|

APPROVED ON BEHALF OF THE BOARD:


.....
Director


.....
Director

GEOLOGIST'S REPORT

Note:-The following are excerpts from a report by A. B. Baldwin, M. Sc., Field Geologist, dated February 25th, 1964, on mining claims located at the hamlet of Bathurst Mines in Gloucester County, Province of New Brunswick. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY

The property consists of twenty-seven claims or 1,250 acres located at the hamlet of Bathurst Mines in Gloucester County, New Brunswick. The property is the remaining portion of a former thirty-six claim group staked in 1953 and acquired by the New Highridge Mining Company. New Highridge subsequently was reorganised to Combined Metal Mines Limited.

The original claims were placed under Mining License 850 in 1956. In 1960 the property was reduced in size and placed under revised Mining License 850A.

The number 6 property of Brunswick Mining and Smelting is located immediately to the west of the Combined Metal Mines property.

The annual assessment requirements are \$3,905 worth of work or an equivalent amount payable to the N. B. Government in lieu of work. The annual renewal fee is \$312.50 and is due on October 31.

LOCATION AND ACCESSIBILITY

The property is accessible by all-weather highway some twenty miles south of the town of Bathurst.

The Nipisiquit River bisects the claims at Grand Falls where the hamlet of Bathurst Mines is situated.

WORK PERFORMED

Exploration work was performed on the property in 1953-54, 1960 and 1963-64. This work will be described in chronological order.

1953 - 1954

Approximately 52 miles of picket lines were cut over the original thirty-six claim group. These lines were turned off a main base line at 300 foot intervals. The bearing of the base line is north (magnetic) and the bearing of the picket lines is north 60° west (magnetic).

A resistivity survey was completed in the spring of 1953 over the entire property by Sharpe Geophysical Surveys Limited. Three distinct anomalous zones were outlined with values less than 20×10^3 ohm-centimeters. In addition many other localities were picked up with resistivity values less than 100×10^3 ohm-centimeters.

WORK PERFORMED - 1953-1954 (Continued)

A magnetometer survey was run over the entire property by Sharpe Geophysical Surveys Limited. Several areas with readings in excess of 1,000 gammas were outlined. Many of these areas coincide with the resistivity lows.

A total of 9,278 feet in fourteen holes was drilled to test the geophysical anomalies. The entire drilling programme was carried out by B. E. Larson Drilling of Bathurst, N. B.

1960

The picket lines were cleaned out and surveyed with a magni-phase E-M unit in 1960. This work was followed by an Aimag E-M survey of the portion of the property that occurs east of the base line.

Two drill holes totalling 1,232 feet were put down to test the Aimag anomalies south of the river.

1963 - 1964

Approximately 12 miles of gravity survey were completed over that part of the property west of the base line and north of the river during the fall of 1963. This was followed by the completion of 8 miles of E-M survey over the gravity anomalies and environs.

Four drill holes totalling 2,251 feet were put down to test the gravity anomalies and E-M conductor outlined by the 1963 work.

CONCLUSIONS AND RECOMMENDATIONS

An inadequately tested plunging synclinal structure developed in favourable rocks is indicated on the Combined Metal Mines property. Thicknesses of chlorite schist and discontinuous magnetite iron formation as much as 100 feet occur in this structure. This chlorite schist-iron formation assemblage is host for disseminated pyrrhotite, pyrite, sphalerite, galena and chalcopyrite. Such a combination of base metal mineralization, iron formation, chlorite schist and structure occurring within one mile of a major base metal deposit definitely warrant the closest attention. Accordingly the following exploration programme is strongly recommended.

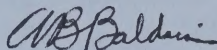
For improved geological interpretation and for obtaining a diamond drill hole grid it is recommended that a new 200 foot picket line grid be established over the area recommended for detailed work. This work would entail the cutting of about 7 miles of new picket lines and base line and the magnetic surveying of about 5 miles of line with readings at 50 foot intervals. It is suggested that the base line be oriented in a magnetic north direction and be located 1,400 feet west of the present base line measured along the existing picket lines.

It is estimated that 10,000 feet of drilling is required to adequately evaluate the Combined Metal Mines synclinal structure. Most of this drilling should be performed near the nose of the structure while a lesser amount should be carried out on the limbs of the fold.

ESTIMATED COST

| | | | | | |
|------------------------|---|----------------|----------|----|------------------|
| Line Cutting | - | 7 miles at \$ | 50.00 | \$ | 350.00 |
| Magnetometer Surveying | - | 5 miles at | 60.00 | | 300.00 |
| Diamond Drilling | - | 10,000 feet at | 3.00 | | 30,000.00 |
| Supervision | - | 2 months at | 1,000.00 | | 2,000.00 |
| Transportation | | | | | 300.00 |
| Assaying | | | | | 500.00 |
| Core Boxes | | | | | 500.00 |
| Head Office - 15% | | | | | 5,000.00 |
| Contingencies (at 10%) | | | | | <u>3,450.00</u> |
| Total | | | | \$ | <u>42,400.00</u> |

Respectfully submitted,



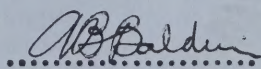
A. B. Baldwin
Field Geologist

Toronto, Ontario
February 25, 1964

CERTIFICATE

I, ANDREW BENNETT BALDWIN, of the Town of Weston, County of York, in the Province of Ontario, do hereby certify as follows:

- (1) THAT I am a Mining Geologist and reside at 2 Drury Lane, Weston, Ontario.
- (2) THAT I am employed by M. J. Boylen Engineering Offices and as such have knowledge of the matters contained herein.
- (3) THAT I am a graduate of the University of New Brunswick, A Master of Science in Geology and have been practising my profession since 1951.
- (4) THAT I have no direct or indirect interest whatsoever in the mining claims covered by this report, nor have a direct or indirect interest in the shares of Combined Metal Mines Limited. I do not expect to receive any direct or indirect interest in the shares or mining claims held by Combined Metal Mines Limited.
- (5) THAT my report dated the 25th day of February, 1964, on the New Brunswick property of Combined Metal Mines Limited is based on supervision of the work from 1956 to 1964.



.....
A. B. Baldwin, M.Sc.

Dated at Toronto, Ontario
February 25, 1964

| 17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value. | As at March 2, 1965 | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| | Shares | Cost | Quoted Market Value |
| | 5,000 - Nudulama Mines Ltd | \$ 5,450.00 | \$ 800.00 |
| | 5,000 - The Coniagas Mines, Limited | 14,425.00 | 5,250.00 |
| | 499,961 - Atlantic Coast Copper Corporation Limited | 328,656.98 | 614,952.03 |
| | 820 - Wesley Mines Ltd. | 82.00 | 36.90 |
| | 3,000 - Northern Canada Mines Limited | 7,035.00 | 9,240.00 |
| | 269,000 - Bocabois Gold Mines Limited (188,890 escrowed) | 1.00 | Nil |
| | 1,536 - Chibougamaul-Kayrand Mines Limited | 1.00 | 215.04 |
| | 5,000 - Ontario-Quebec Prospectors | 2,500.00 | Nil |
| | 8,104 - Larmont Mines Limited | 1.00 | Nil |
| | Miscellaneous prospecting syndicates and unlisted companies | 9.00 | Nil |
| | | <u>\$358,160.98</u> | <u>\$630,493.97</u> |
| 18. Brief statement of any lawsuits pending or in process against company or its properties. | None | | |
| 19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing. | None | | |
| 20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public. | No other material facts, except that Lanson Holdings Limited, on whose behalf Houston & Company has underwritten those shares which shall not be subscribed for by other shareholders under the rights offering, is controlled by M. J. Boylen aforesaid, who is the President and a Director of Combined Metal Mines Limited. The shares which will be purchased by shareholders and by Lanson Holdings Limited under the rights offering will be in the course of primary distribution. | | |

DATED March 2, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

COMBINED METAL MINES LIMITED

"P. E. Boylen"

CORPORATE SEAL

"G. L. Moore"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

HOUSTON & COMPANY

"J. E. Houston"

"H. Gibson"